

United States Bankruptcy Court

Southern District of New York

In re **Lehman Brothers OTC Derivatives Inc.**, Case Nos. **08-13893**
Jointly Administered

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Merrill Lynch Credit Products, LLC

Name of Transferee

VeriFone Systems, Inc.

Name of Transferor

Court Claim #: 67555


Claim Amount: \$9,000,000.00

Name and Address where notices to Transferee
should be sent:

Merrill Lynch Credit Products, LLC
Bank of America Tower- 3rd Floor
One Bryant Park
New York, New York 10036
Attn: Jeffrey Benesh and Ron Torok
Tel: 646-855-7450
Email: jeffrey.benesh@baml.com / ron.torok@baml.com

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

 MERRILL LYNCH CREDIT PRODUCTS, LLC

By: 
Name: Ronald Torok
Title: Vice President

Date: July 22, 2011

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the
Southern District of New York ("Bankruptcy Court")
Attn: Clerk

AND TO: Lehman Brothers OTC Derivatives Inc. ("Debtor")
Case No. 08-13893 (JMP)

Claim #: 67555

VeriFone Systems, Inc. and its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and pursuant to the terms of a Assignment of Claim Agreement dated as of July 22, 2011, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto:

Merrill Lynch Credit Products, LLC
c/o Bank of America Merrill Lynch
One Bryant Park, 3rd Floor
New York, NY 10036


Tel: +1 646 855 7450
Fax: +1 646 736 5233 / +1 646 736 5244
Attn: Gary S. Cohen / Jeffrey Benesh


its successors and assigns ("Buyer"), all rights, title and interest in and to the above-mentioned claim of Seller, including without limitation all rights of stoppage in transit, replevin and reclamation, in the principal amount of \$9,000,000.00 (the "Claim") against the Debtor, the Proof of Claim number 67555 filed in the Bankruptcy Court, Southern District of New York, Case No. 08-13893.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim, to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated July 22, 2011, 2011.

By: 
Name: Albert Li
Title: SVP + General Counsel

United States Bankruptcy Court/Southern District of New York Lehman Brothers Holdings Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5076 New York, NY 10150-5076		PROOF OF CLAIM	
In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)	Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP) 0000067555	
Name of Debtor Against Which Claim is Held Lehman Brothers OTC Derivatives Inc.	Case No. of Debtor 08-13893		
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) VeriFone Systems, Inc. - 2099 Gateway Place, Ste. 600 - San Jose, CA 95110 With notice to: Andrew G. Dietzlerich - Sullivan & Cromwell LLP - 125 Broad Street - New York, NY 10004 Telephone number: (212) 558-3830 Email Address: dietzlericha@sullcrom.com		THIS SPACE IS FOR COURT USE ONLY <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____ <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
Name and address where payment should be sent (if different from above) Telephone number: _____ Email Address: _____		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ _____	
1. Amount of Claim as of Date Case Filed: \$ 9,000,000 [stipulated amount] If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete Item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6. <input type="checkbox"/> Check this box if all or part of your claim is based on a Derivative Contract.* Check this box if all or part of your claim is based on a Guarantee.* *IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO http://www.lehman-claims.com AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on http://www.lehman-claims.com if claim is based on a Derivative Contract or Guarantee.			
2. Basis for Claim: Stipulation between VeriFone Systems, Inc. and Debtor, docket #17753 (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: N/A 3a. Debtor may have scheduled account as: VeriFone Holdings, Inc. (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ _____ (See instruction #6 on reverse side.)			
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary. DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:			
Date: 07/01/11	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Albert Liu Senior VP & General Counsel	FOR COURT USE ONLY FILED / RECEIVED JUL 05 2011 EPIQ BANKRUPTCY SOLUTIONS, LLC	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			